Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone: 302-739-3073
Fax: 302-739-3812

Certificate of Conversion from a
General Partnership to a Limited Partnership

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from General Partnership to a Limited Partnership. The fee to file the Conversion is $200.00 plus all the annual franchise taxes and the filing fee for the Limited Partnership is $200.00 payable upon the receipt of the documents. You will receive a stamped "filed" copy of your document. If you would like a certified copy it will be an additional $60 ($30.00 for the Certified copy of the Conversion and $30.00 for the Certified copy of the Limited Partnership). Expedited services are available, please contact our office concerning these fees. Also, please contact our Franchise Tax Department for applicable Franchise Taxes that may be due. Please make your check payable to "Delaware Secretary of State".

In order to process your request in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State

Division of Corporations

State of Delaware
Certificate of Conversion
from a General Partnership to a
Limited Partnership pursuant to Section
17-217 of the Uniform Limited Partnership Act

1.) The jurisdiction where the General Partnership first formed is _____.

2.) The jurisdiction immediately prior to filing this Certificate is _____
_____.

3.) The date the General Partnership first formed _____.

4.) The name of the General Partnership immediately prior to filing this Certificate is

_____.

5.) The name of the Limited Partnership as set forth in the Certificate of Limited
Partnership is _____.

By:_____
General Partner

Name:_____
Print or Type